

**FULBRIGHT & JAWORSKI  
L.L.P.**

TELEPHONE: 202/662-0200  
TELEX: 197471  
FACSIMILE: 202/662-4643

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
801 PENNSYLVANIA AVENUE, N.W.  
WASHINGTON, D.C. 20004-2604

HOUSTON  
WASHINGTON, D.C.  
AUSTIN  
SAN ANTONIO  
DALLAS  
NEW YORK  
LOS ANGELES  
LONDON  
HONG KONG

DAVID S. COHEN  
DIRECT DIAL: 202/662-4768

April 18, 1996

18855-  
H + Q

Recordation Office  
Surface Transportation Board  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423-0001

Re: **Recordation No.: 18855-\_\_\_; Secondary Documents for Recordation at the  
Surface Transportation Board**

Dear Sir or Madam:

Pursuant to the provisions of 49 U.S.C. § 11303 and 49 C.F.R. Part 1177 (1995), enclosed please find an original and one copy of the secondary documents described below for recordation at the Surface Transportation Board.

- (i) Secondary Document - Lease Supplement No. 2 dated April 4, 1996.

The names and addresses of the parties to this document are:

Lessor: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Lessee: Solvay Minerals, Inc.  
3333 Richmond Avenue  
Houston, Texas 77098

A short summary of the document to appear in the index follows:

Supplement to Equipment Lease Agreement between  
Wilmington Trust Company, as lessor, and Solvay  
Polymers, Inc., as lessee, dated as of September 1,  
1995.

- (ii) Secondary Document - Indenture Supplement No. 2 dated April 4,  
1996.

The names and addresses of the parties to this document are:

APR 18 2 05 PM '96

Recordation Office  
Surface Transportation Board  
April 18, 1996  
Page 2

Owner Trustee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Indenture Trustee: Fleet National Bank  
777 Main Street  
Hartford, Connecticut 06119

A short summary of the document to appear in the index follows:

Supplement to Trust Indenture and Security Agreement between Wilmington Trust Company, as owner trustee, and Shawmut Bank Connecticut, National Association, as indenture trustee, dated as of June 1, 1994.

A description of the equipment covered by these documents follows:

10 110-ton 4,650 cu. ft. capacity Center Flow® Covered Hopper Rail Cars manufactured by ACF Industries, Incorporated and initialled SMNX and numbered 1056 through 1065, inclusive, together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.

A fee of \$42 is enclosed as payment of the required recordation fees. Kindly stamp and return the additional copies provided. Should you have any questions or require further information, please do not hesitate to contact me at (202) 662-4768.

Very truly yours,



David S. Cohen

Enclosures  
Via Hand Delivery

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20427-0001


4/18/96

David S. Cohen  
Fulbright & Jaworski  
801 Pennsylvania Avenue NW  
Washington, DC., 20004-2604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/18/96 at 2:10PM, and assigned recordation number(s). 13855-H and 18855-I.

Sincerely yours,

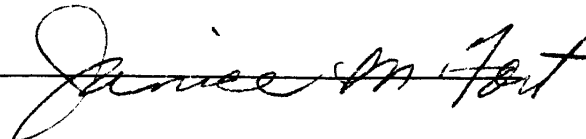


Vernon A. Williams  
Secretary

Enclosure(s)

\$ ~~42.00~~ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



18855-A

LEASE SUPPLEMENT NO. 2

(Solvay Minerals Equipment Trust 1994)

Dated April 18, 1996

Between

**WILMINGTON TRUST COMPANY,**  
not in its individual capacity, except as otherwise expressly  
provided for in the Lease, but solely as trustee under the Trust Agreement  
dated as of June 1, 1994, between the Owner Participant and  
Wilmington Trust Company in its individual capacity

Lessor,

and

**SOLVAY MINERALS, INC.,**

Lessee

THIS LEASE SUPPLEMENT HAS BEEN EXECUTED IN COUNTERPARTS. TO THE EXTENT THIS LEASE SUPPLEMENT CONSTITUTES CHATTEL PAPER WITHIN THE MEANING OF ANY APPLICABLE UNIFORM COMMERCIAL CODE PROVISION, NO SECURITY INTEREST IN THIS LEASE SUPPLEMENT MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL EXECUTED COUNTERPART, WHICH SHALL BE IDENTIFIED FOR SUCH PURPOSES AS THE COUNTERPART CONTAINING THE RECEIPT THEREFOR EXECUTED BY THE INDENTURE TRUSTEE ON THE SIGNATURE PAGE THEREOF.

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FILED WITH THE UNITED STATES SURFACE TRANSPORTATION BOARD PURSUANT TO 49.U.S.C. § 11301 ON APRIL \_\_, 1996, AT \_\_\_\_\_. M. RECORDATION NUMBER: \_\_\_\_ AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 90 OF THE RAILWAY ACT OF CANADA ON APRIL \_\_, 1996, AT \_\_\_\_\_.M.

## LEASE SUPPLEMENT NO. 2

(Solvay Minerals Equipment Trust 1994)

This LEASE SUPPLEMENT NO. 2, dated April 18, 1996, is entered into between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as trustee under the Trust Agreement that creates the trust identified under the title hereof, and Solvay Minerals, Inc., a Delaware corporation.

A. The Lessor and the Lessee have heretofore entered into the Lease to which this Lease Supplement is a supplement.

B. The Lease provides for the execution and delivery of a Lease Supplement for the purposes and upon the terms and conditions set forth in Sections 2(b) and/or 28(b) thereof.

NOW, THEREFORE, in consideration of the mutual terms and conditions contained herein and in the Lease, the parties hereto agree as follows:

1. Capitalized terms used but not otherwise defined herein (including those used in the foregoing recitals) shall have the meanings specified in Schedule X to the Participation Agreement dated as of June 1, 1994, among Solvay Minerals, Inc., Wilmington Trust Company, in its individual capacity and as trustee under the Trust Agreement that creates the trust identified under the title hereof, and others, as such Schedule X existed on the Closing Date and as such Schedule X shall have been amended to and including the date hereof, which Schedule X shall for all purposes constitute a part of this Lease Supplement.

2. The Lessor does hereby lease to the Lessee, and the Lessee does hereby lease from the Lessor, the Equipment described in Schedule I to this Lease Supplement, which shall hereafter constitute a part of the Equipment and be subject to the Lease (in accordance with Section 28(a)(ii) thereof).

3. The Lessee has had an opportunity to inspect, and has inspected, the Equipment and has received a bill of sale from either the manufacturer or seller of each Item of Equipment described in Schedule I hereto.

4. The Transaction Costs are \$ 10,000.00.

5. The Equipment Cost and Basic Rent for each Item of Equipment listed on Schedule I shall be the same as for the Items of Equipment being replaced.

6. The Basic Rent Factors and the percentages for determining the Stipulated Loss Value, Termination Value and EBO Price for each Item of Equipment set forth on Schedule I shall be the same as for the Items of Equipment being replaced.

7. Section 8(e) of the Lease is amended by deleting the phrase

"Mortgaged to

Shawmut Bank Connecticut National Association,  
Indenture Trustee"

and substituting therefor the phrase

"Mortgaged to

Fleet National Bank of Connecticut  
Indenture Trustee"

8. This Lease Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument. To the extent that this Lease Supplement constitutes chattel paper, within the meaning of any applicable Uniform Commercial Code provision no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart other than the original executed counterpart, which shall be identified for such purposes as the counterpart containing the receipt therefor executed by the Indenture Trustee on the signature page thereof.


9. This Lease Supplement constitutes a supplement to, and a part of, the Lease, and the Lease, as hereby supplemented, remains in full force and effect.

10. This Lease Supplement shall in all respects be governed by and construed in accordance with the State of New York without regard to principles of conflicts of law.

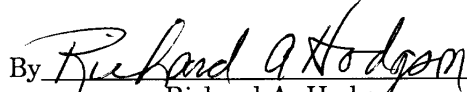
***[SIGNATURES ON FOLLOWING PAGE]***

IN WITNESS WHEREOF, the parties hereto have each caused this Lease Supplement to be executed and delivered as of the date first above written.

WILMINGTON TRUST COMPANY,  
not in its individual capacity, except as  
otherwise expressly provided for in the Lease,  
but solely as trustee under the Trust  
Agreement dated as of June 1, 1994 between  
the Owner Participant and Wilmington Trust  
Company in its individual capacity

By   
Name: CHARISSE L. RODGERS  
Title: Financial Services Officer

SOLVAY MINERALS, INC.


By   
Richard A. Hodgson  
Vice President - Operations

Attachment

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF DELAWARE       §  
                                     §  
COUNTY OF NEWCASTLE   §

On this 16 day of April, 1996, before me personally appeared **CHARISSE L. RODGERS**, to me known, who, being by me duly sworn, did depose and say that he resides at No. Wilmington, DE; that he is a **Financial Services Officer** of WILMINGTON TRUST COMPANY, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by authority of the Board of Directors of said corporation.



Notary Public in and for  
the State of Delaware

My Commission Expires:

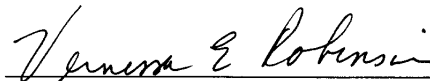
**VERNESSA E. ROBINSON**  
NOTARY PUBLIC

**My Commission expires October 12, 1996**

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF DELAWARE       §  
                                     §  
COUNTY OF NEWCASTLE   §

On this 16 day of April, 1996, before me personally appeared **CHARISSE L. RODGERS**, to me personally known, being by me duly sworn, says that he is a **Financial Services Officer** of WILMINGTON TRUST COMPANY (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on April 16, 1996 and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.



Notary Public in and for  
the State of Delaware

My Commission Expires:

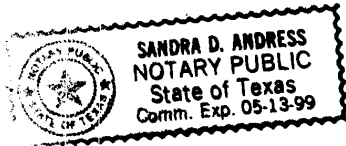
**VERNESSA E. ROBINSON**  
NOTARY PUBLIC  
**My Commission expires October 12, 1996**



[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF TEXAS       §  
                                  §  
COUNTY OF HARRIS   §

This instrument was acknowledged before me on April 15, 1996, by Richard A. Hodgson, Vice President - Operations of SOLVAY MINERALS, INC., a Delaware corporation.



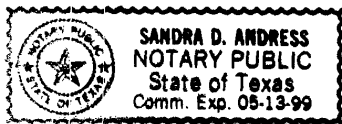
*Sandra D Andress*

Notary Public in and for  
the State of Texas

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF TEXAS       §  
                                  §  
COUNTY OF HARRIS   §

On this 15th day of April, 1996, before me personally appeared Richard A. Hodgson, to me personally known, being by me duly sworn, says that he is the Vice President - Operations of SOLVAY MINERALS, INC. (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on April 15, 1996 and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.



*Sandra D Andress*

Notary Public in and for  
the State of Texas

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SCHEDULE I

to

LEASE SUPPLEMENT NO. 2

(Solvay Minerals Equipment Trust 1994)

(Pursuant to Clause 2 of the Lease Supplement)

10 Center Flow® covered hopper rail cars of 4,650 cubic foot capacity initialled SMNX and numbered 1056 to 1065 (inclusive), together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.